

FILED
In the office of the Secretary of State
of the State of California

SEP 06 2011

2354500

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
PUBLIC LIBRARY OF SCIENCE

Gary Ward and Stephen Borostyan certify that:

1. They are the Chairman of the Board and the Chief Financial Officer, respectively, of Public Library of Science, a California nonprofit public benefit corporation.

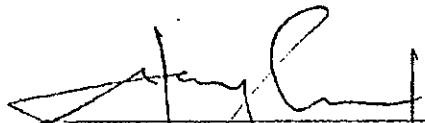
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.

3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.

4. This corporation has no members.

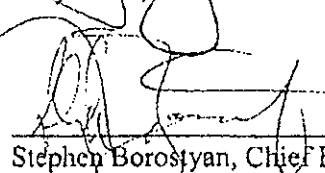
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: Sept. 5th, 2011



Gary Ward, Chairman of the Board

DATED: Sept. 2nd, 2011



Stephen Borostyan, Chief Financial Officer

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PUBLIC LIBRARY OF SCIENCE

ARTICLE I

The name of this corporation is Public Library of Science.

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), are to make the world's scientific and medical literature a freely available public resource and to promote the ideals of science and scholarship for the public good. These goals will be accomplished through a variety of means, including the production of an online scholarly journal and the establishment of an online public library of science. Notwithstanding the foregoing sentences, all property owned by this corporation and located in the State of California is irrevocably dedicated to charitable and educational purposes meeting the requirements of Revenue and Taxation Code Section 214.

ARTICLE III

A. This corporation is organized and operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Code.

B. Notwithstanding any other provision of these Amended and Restated Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Revenue and Taxation Code Section 214, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Revenue and Taxation Code Section 214 and that has established its tax-exempt status under Section 501(c)(3) of the Code.